

TOGUT, SEGAL & SEGAL LLP
Bankruptcy Co-Counsel for Delphi Corporation, et al.,
Debtors and Debtors in Possession
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000
Albert Togut (AT-9759)
Neil Berger (NB-3599)

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
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DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
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**JOINT STIPULATION AND AGREED ORDER
ALLOWING PROOF OF CLAIM NUMBER 9940
AND EXPUNGING PROOF OF CLAIM NUMBER 16490
(WAUPACA FOUNDRY INC. N/K/A THYSSENKRUPP WAUPACA,
INC./SPCP GROUP, L.L.C./DEUTSCHE BANK SECURITIES INC.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Waupaca Foundry Inc. n/k/a ThyssenKrupp Waupaca, Inc. ("ThyssenKrupp"), SPCP Group, L.L.C. ("SPCP") and Deutsche Bank Securities Inc. ("Deutsche Bank," and together with ThyssenKrupp and SPCP, collectively, the "Claimants") respectfully submit this Joint Stipulation And

Agreed Order Allowing Proof Of Claim Number 9940 and Expunging Proof of Claim Number 16490 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 19, 2006, ThyssenKrupp filed proof of claim number 9940 (the "Proof of Claim") against DAS LLC, asserting an unsecured non-priority claim in the amount of \$6,678,072.11 (the "Claim"); and

WHEREAS, on April 20, 2006, ThyssenKrupp and certain other ThyssenKrupp entities filed a Motion pursuant to Bankruptcy Code sections 362 and 553 for an Order lifting the automatic stay in order to allow a setoff (Docket No. 3312) (the "Setoff Motion"); and

WHEREAS, on January 22, 2007, ThyssenKrupp filed proof of claim 16490 (the "Amended Proof of Claim") against DAS LLC asserting an unsecured non-priority claim in the amount of \$6,563,719.48 and a secured claim in the amount of \$114,352.63 (the "Amended Claim"); and

WHEREAS, on March 16, 2007, the Debtors objected to the Amended Claim pursuant to the Debtors' Tenth Omnibus Objection (Procedural) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate and Amended Claims and (B) Equity Claims (Docket No. 7300) (the "Tenth Omnibus Claims Objection"); and

WHEREAS, ThyssenKrupp transferred its interest in certain DAS LLC receivables associated with the Claim and the Amended Claim to SPCP as evidenced by Notices of Transfer entered on March 29, 2007 (Docket Nos. 7458 and 7460, respectively); and

WHEREAS, on April 12, 2007, ThyssenKrupp and certain other ThyssenKrupp entities filed their Response to the Tenth Omnibus Claims Objection (Docket No. 7645) (the “Response”); and

WHEREAS, on June 15, 2007, the Debtors objected to the Claim pursuant to the Debtors’ Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors’ Books and Records, (C) Insurance Claim Not Reflected on Debtors’ Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the “Seventeenth Omnibus Claims Objection”); and

WHEREAS, on July 26, 2007, the Court entered the Order Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Disallowing and Expunging Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors’ Books and Records, (C) Insurance Claim Not Reflected on Debtors’ Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation Identified in Seventeenth

Omnibus Claims Objection (Docket No. 8737) (the "Seventeenth Omnibus Claims Objection Order"); and

WHEREAS, pursuant to the Seventeenth Omnibus Claims Objection Order, the Claim was classified as an unsecured non-priority claim in the amount of \$6,595,973.44 against DAS LLC and a priority claim in the amount of \$79,710.92 against DAS LLC pursuant to the Seventeenth Omnibus Claims Objection Order (Docket No. 8599); and

WHEREAS, SPCP transferred \$6,678,072.11 of its interest in the Claim and the Amended Claim to Deutsche Bank as evidenced by Notices of Transfer entered on August 14, 2007 (Docket No. 9077 and 9078, respectively); and

WHEREAS, on January 8, 2008, to resolve the Tenth Omnibus Claims Objection with respect to the Amended Claim, the Seventeenth Omnibus Claims Objection with respect to the Claim, and the Setoff Motion, DAS LLC, ThyssenKrupp, SPCP and Deutsche Bank entered into a Settlement Agreement (the "Settlement Agreement"); and

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$6,678,072 as a general unsecured non-priority claim; and

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors, Thyssen Krupp, SPCP and Deutsche Bank stipulate and agree as follows:

1. The Claim is hereby allowed in the amount of \$6,678,072 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC.

Deutsche Bank shall hold the entire Claim, and the Debtors' claims register shall be amended to reflect this without the need for any further actions by the Claimants.

2. The Amended Claim is hereby disallowed and expunged in its entirety.

3. The Seventeenth Omnibus Claims Objection, solely as it relates to the Claim and the Amended Claim, the Response and the Setoff Motion are hereby withdrawn with prejudice.

4. The Seventeenth Omnibus Claims Objection Order is hereby amended and superceded solely with respect to the Claim to reflect the allowance of the Claim pursuant to the terms set forth herein.

5. The Stipulation does not impact, alter or affect any other claims that ThyssenKrupp SPCP or Deutsche Bank may against the Debtors and relates solely to those matters arising out of or related to the Claim and the Amended Claim.

Dated: New York, New York
January 29, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
New York, New York 10119
(212) 594-5000

Dated: Kansas City, Missouri
January 2008

WAUPACA FOUNDRY INC. N/K/A
THYSSENKRUPP WAUPACA, INC.
By its Counsel,
STINSON MORRISON HECKER LLP

/s/ Mark A. Shaiken

MARK A. SHAIKEN
1201 Walnut Street, Suite 2700
Kansas City, Missouri
(816) 842-8600

[Signatures concluded on the following page]

Dated: New York, New York
January 2008

SPCP GROUP, LLC

/s/ Michael Gatto

Michael Gatto
SILVER POINT CAPITAL
Two Greenwich Plaza
Greenwich, CT 06830
Tel: 203-542-4032

Dated: New York, New York
January 2008

DEUTSCHE BANK SECURITIES, INC.

/s/ Scott G. Martin

Deutsche Bank Securities Inc.
60 Wall Street, 3rd Floor
New York, NY 1005
212-250-5760

/s/ Ray Costa

Ray Costa
Deutsche Bank Securities Inc.
60 Wall Street, 3rd Floor
New York, NY 1005
212-250-5760

SO ORDERED

This 31st day of January, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

